

RECORDATION NO. 25664-C FILED

AUG 07 '07

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SURFACE TRANSPORTATION BOARD

RECEIVED  
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MANAGEMENT  
STB

## FIRST UNION RAIL

One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Tel. 847.318.7575  
Fax. 847.318.7588

VIA UPS 2<sup>nd</sup> DAY AIR

August 3, 2007

Mr. Vernon Williams  
Surface Transportation Board  
395 E Street S.W., Suite 100  
Washington, D. C. 20024  
Attn: Recordation of Railroad Equipment

**Re: Memorandum of Lease Agreement**

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated July 10, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under Recordation Number 25664.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: TOLKO INDUSTRIES, LTD.  
3203 30<sup>th</sup> Avenue  
Vernon, B. C.  
V1T 6M1 Canada

A description of the railroad equipment covered by the enclosed document is thirty four (34) 73' centerbeam rail cars; having CBRY and NOKL marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Very truly yours,



Marcia Dunne  
Rail Documentation Specialist

Enclosures  
(TOLK012)

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ASSGN. NO.: TOLK012

## MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 10<sup>th</sup> day of July, 2007, by and between FIRST UNION RAIL CORPORATION (the "Lessor"), a North Carolina corporation, and TOLKO INDUSTRIES, LTD. (the "Lessee") a Canadian corporation.

## WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of May 27, 2005, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 4 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of November 22, 2005, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

By: Richard F. SeymourName: RICHARD F. SEYMOUR  
Vice President Sales & Marketing

Title: \_\_\_\_\_

ATTEST:

By: Susan GrokulskaName: SUSAN GROKULSKYTitle: ASST. DIRECTOR OF DOCUMENTATION Executed on this 10<sup>th</sup> day of July, 2007.

[CORPORATE SEAL]

STATE OF ILLINOISCOUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 10<sup>th</sup> day of July, 2007.[Signature]  
Notary Public

My Commission Expires:

5-2008

(Notary Public)



**LESSEE:**

TOLKO INDUSTRIES, LTD.

NAME: FRED H STEALE

TITLE: CORP SEC.

SIGNATURE: *[Signature]*

Executed on this 19 day of June, 2007

PROVINCE OF B.C.

DISTRICT OF \_\_\_\_\_

I, Kent G. Burnham, a Commissioner of Oaths of the Province and District aforesaid, certify that FRED H. STEALE personally appeared before me this day and acknowledged his/her execution of the foregoing Memorandum of Lease.

WITNESS my hand of official stamp of seal this 19 day of June, 2007

*[Signature]*  
Commissioner of Oaths

My commission expires:

*[Signature]*  
(Commissioner of Oaths)

**KENT G. BURNHAM**  
Barrister & Solicitor  
4th Floor, 3201 - 30th Avenue  
Vernon, B.C. + V1T 2C6



**EXHIBIT A – MEMORANDUM OF LEASE**

**NUMBER OF CARS:** Thirty four (34).

**DESCRIPTION OF CARS:** 73' centerbeam rail cars, capable of a gross rail load of 286,000 lbs.

**CAR NUMBERS:** CBRY 2158 to CBRY 2187 inclusive and NOKL 733779, NOKL 733781, NOKL 733792 and NOKL 733795.